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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 10914
(SOLECTRON CORPORATION, TPG CREDIT OPPORTUNITIES FUND, L.P., AND TPG
CREDIT OPPORTUNITIES INVESTORS, L.P.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Solelectron Corporation, Solelectron Manufactura De Mexico SA, and various of their affiliates and subsidiaries (collectively, "Solelectron"), TPG Credit Opportunities Fund, L.P. ("TPGF"), and TPG Credit Opportunities Investors ("TPGI") (TPGF and TPGI together referred to as "TPG", and TPG and Solelectron collectively referred to as the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10914 (Solelectron Corporation, TPG Credit Opportunities Fund, L.P., And TPG Credit Opportunities Investors, L.P.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 26, 2006, Solelectron filed proof of claim number 10914 against DAS LLC, asserting an aggregate unsecured claim in the amount of \$10,382,335.46 (the "Claim") arising from the sale of goods.

WHEREAS, on December 12, 2006, Solelectron assigned portions of its interest in the Claim to TPG pursuant to two Notices of Transfer (Docket Nos. 6154 and 6155) (collectively, the "Notices of Transfer").

WHEREAS, on July 13, 2007, the Debtors objected to the Claim pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification,

Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And
Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus
Claims Objection").

WHEREAS, on August 8, 2007, Solectron filed its Response Of Solectron Corporation To Nineteenth Omnibus Objection To Claims (Docket No. 8927) (the "Solectron Response"), and on August 9, 2007, TPG filed the Limited Joinder Of TPG Credit Opportunities Fund, L.P. And TPG Credit Opportunities Investors, L.P. To The Response Of Solectron Corporation To Nineteenth Omnibus Objection To Claims (Docket No. 8973) (together with the Solectron Response, the "Responses").

WHEREAS, on October 19, 2007, to resolve the Nineteenth Omnibus Claims Objection with respect to the Claim, DAS LLC, Solectron, and TPG entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$8,090,000.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, Solectron, and TPG stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$8,090,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC, and

ownership of the Claim shall be reflected on the books and records of the Debtors' Claims Agent as follows: TPGF \$5,652,116.30; TPGI \$2,198,045.23; and Solectron \$239,838.47.

2. The Responses to the Nineteenth Omnibus Claims Objection filed by Solectron and TPG shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 5th day of November, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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